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OSSINSKY & GEORGE

ATTORNEYS AT LAW
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GARY L. BALLARD

April 17, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

300002493383--7
-04/20/98--01045--019
***122.50 ***122.50

RE: SPRING WATER SOURCES, INC.

Gentlemen:

Enclosed please find the two original Articles of Incorporation for the above corporation, together with our check in the amount of \$122.50 payable to the Division of Corporations to cover the following:

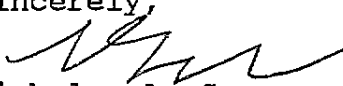
Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>

Total \$122.50

Please forward the certified copy of Articles of Incorporation to this office.

Thank you for your usual cooperation.

Sincerely,


Nicholas A. George

NAG/alr
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 20 AM 8:46

4-20-98
aes

**ARTICLES OF INCORPORATION
OF
SPRING WATER SOURCES, INC.**

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 APR 20 AM 8:46

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I. NAME AND ADDRESS: The name and address of the corporation is: SPRING WATER SOURCES, INC., 528 SUNNY BROOK CIRCLE WEST, ORMOND BEACH, FL, 32174.

ARTICLE II. TERM OF EXISTENCE: The period of its duration is perpetual.

ARTICLE III. GENERAL NATURE OF BUSINESS: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV. CAPITAL STOCK: The corporation shall have authority to issue 100 shares, Common Stock, at \$1.00 par value.

ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE: The address of the initial registered office is: 528 SUNNY BROOK CIRCLE WEST, ORMOND BEACH, FL, 32174, and the name of the initial registered agent at said address is: JOHN K. WINE.

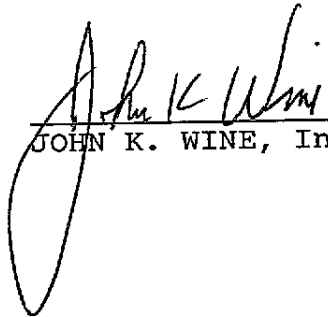
ARTICLE VI. MANAGEMENT BY SHAREHOLDERS: The business of this corporation shall be managed by its shareholders rather than by a Board of Directors. The shareholders reserve unto themselves the power to adopt, alter, amend, or repeal the by-laws of this

corporation. In the management of the business of the corporation, the act of the shareholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders. Each shareholder shall be entitled to one vote in person or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person, or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business of the corporation.

ARTICLE VII. INCORPORATOR: The name and address of the incorporator is: JOHN K. WINE
528 SUNNY BROOK CIRCLE WEST
ORMOND BEACH, FL, 32174

ARTICLE VIII. AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law and approved by the shareholders by a majority of the stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31st day of March, 1998.

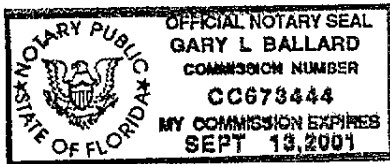


JOHN K. WINE, Incorporator

STATE OF FLORIDA

COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 31st day of March, 1998 by JOHN K. WINE, who is personally known to me and who did take an oath.



NOTARY PUBLIC

Gary L. Ballard
State of Florida at Large

The undersigned, having been named to accept service of process for the above stated corporation, at the place designated in Article V of the Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open said office.

John K. Wine
JOHN K. WINE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 20 AM 8:46